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**GEORGIA SOUTHERN RAILWAY CO.
1318 S. JOHANSON ROAD
PEORIA, ILLINOIS 61607
(309) 697-1400**

November 17, 2009

Anne K. Quinlan,
Acting Secretary
Surface Transportation Board
395 "E" Street S.W.
Washington, D.C. 20423

ENTERED
Office of Proceedings
DEC 1 - 2009
Part of
Public Record



RE: Georgia Southern Railway Co. – Operation Exemption – FD No. 35322
Pioneer Railcorp – Continuance in Control Exemption - FD No. 35323

Dear Secretary Quinlan:

Enclosed herewith are hard copies of the verification pages of the above-referenced documents that were E-filed yesterday.

Please call me if you have any questions.

Sincerely yours,

A handwritten signature in cursive script, appearing to read 'Daniel A. LaKemper'.

Daniel A. LaKemper,
General Counsel.

Enclosures.


STATE OF ILLINOIS)
) ss
COUNTY OF PEORIA)

VERIFICATION AND CERTIFICATE OF COMPLIANCE

J. Michael Carr, being first duly sworn, deposes and states that:

**I am the President and Chief Financial Officer of applicant Georgia Southern Railway Co.
I have read the foregoing Notice of Exemption; that am familiar with the facts stated therein
and that the contents thereof are true and correct to the best of my knowledge and belief**

I hereby certify that the applicant's projected revenues as a result of the transaction will not result in the creation of a Class II or Class I rail carrier so as to require processing under §1150.45.


J. Michael Carr, President

Subscribed and sworn to
Before me this 16th day of November, 2009

Scott J. Bonhart

Notary Public



VERIFICATION

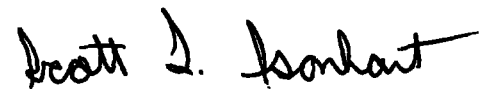
STATE OF ILLINOIS)
) ss
COUNTY OF PEORIA)

J. Michael Carr, CEO of Pioneer Railcorp, having been duly sworn according to law, hereby deposes and states that he is authorized to make the Verification, has read the foregoing document, and knows the facts asserted therein are true and accurate as stated, to the best of his knowledge, information and belief.



J. Michael Carr, CEO
Pioneer Railcorp

Subscribed and sworn to before me, a Notary Public, this 16th day of November, 2009.



Notary Public

My Commission expires:

November 14, 2011

